

RECORDATION NO. 21907-K **FILED**

MAR 23 '09 -3 00 PM

**ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301**

SURFACE TRANSPORTATION BOARD

WASHINGTON, D.C.

20036

**OF COUNSEL
URBAN A. LESTER**

**ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)**

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

March 23, 2009

**Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001**

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Extension Agreement, dated as of December 31, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease and related documents previously filed with the Board under Recordation Number 21907.

The names and addresses of the parties to the enclosed document are:

**Lessor: BNY Capital Resources Corporation
8400 East Prentice Avenue, Suite 240
Greenwood Village, CO 80111**

**Lessee: BASF Catalysts LLC
(f/k/a Engelhard Corporation)
101 Wood Avenue
Iselin, NJ 08830**

Anne K. Quinlan, Esquire
March 23, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

320 tank cars: ENGX 15000 - ENGX 15232 (excluding ENGX 15077) and within the series ENGX 15234 - ENGX 15324 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Extension Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

MAR 23 '09 -3 00 PM

Execution Copy

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF EXTENSION AGREEMENT

Memorandum of Extension Agreement (this "Memorandum"), made and entered into as of December 31, 2008, by and between BNY CAPITAL RESOURCES CORPORATION, a New York corporation ("BNY"), and BASF CATALYSTS LLC, a Delaware limited liability company ("BASF").

WITNESSETH

1. BNY and BASF Catalysts LLC (formerly known as Engelhard Corporation) are parties to that certain Master Rail Equipment Lease No. 2819001 dated as of September 17, 1998, (the "Lease").
2. BNY and BASF Catalysts LLC (formerly known as Engelhard Corporation) are parties to that certain Schedule 1 to the Lease, dated December 29, 1998 ("Schedule 1") relating to certain railcars bearing reporting marks as listed on Schedule I attached hereto.
3. BNY and BASF Catalysts LLC (formerly known as Engelhard Corporation) are parties to that certain Schedule 2 to the Lease, dated May 28, 1999 ("Schedule 2") relating to certain railcars bearing reporting marks as listed on Schedule I attached hereto.
4. BNY and BASF Catalysts LLC (formerly known as Engelhard Corporation) are parties to that certain Schedule 3 to the Lease, dated August 1, 2000 ("Schedule 3") relating to certain railcars bearing reporting marks as listed on Schedule I attached hereto.
5. BNY and BASF Catalysts LLC (formerly known as Engelhard Corporation) are parties to that certain Schedule 4 to the Lease, dated September 1, 2000 ("Schedule 4") relating to certain railcars bearing reporting marks as listed on Schedule I attached hereto.
6. BNY and BASF Catalysts LLC (formerly known as Engelhard Corporation) are parties to that certain Schedule 5 to the Lease, dated October 5, 2000 ("Schedule 5") relating to certain railcars (collectively, with the railcars listed on 2,3,4, and 5 above, the "Railcars") bearing reporting marks as listed on Schedule I attached hereto.
7. A copy of the Lease and Schedule 1 were filed and recorded with the Surface Transportation Board on December 29, 1998, pursuant to Section 11301(a) of Title 49 of the United States Code, and was assigned Recordation Number 21907.
8. A copy of Schedule 2 was filed and recorded with the Surface Transportation Board on May 28, 1999, pursuant to Section 11301(a) of Title 49 of the United States Code, and was assigned Recordation Number 21907-A.
9. A copy of Schedule 3 was filed and recorded with the Surface Transportation Board on August 1, 2000, pursuant to Section 11301(a) of Title 49 of the United States Code, and was assigned Recordation Number 21907-B.

10. A copy of Schedule 4 was filed and recorded with the Surface Transportation Board on September 1, 2000, pursuant to Section 11301(a) of Title 49 of the United States Code, and was assigned Recordation Number 21907-C.

11. A copy of Schedule 5 was filed and recorded with the Surface Transportation Board on October 5, 2000, pursuant to Section 11301(a) of Title 49 of the United States Code, and was assigned Recordation Number 21907-D.

12. The undersigned have entered into that certain Extension and Amendment Agreement dated as of December 31, 2008 pursuant to which the Term of the Lease for each Railcar is extended to December 31, 2014.

13. The undersigned have entered into that certain Amended and Restated Extension and Amendment Agreement dated as of December 31, 2008 pursuant to which Schedule 1, Schedule 2, Schedule 3, Schedule 4 and Schedule 5 have been consolidated into one schedule to supersede all previous Schedules ("Schedule A") and the Term of the Lease for each Railcar is extended to December 31, 2014.

[Signature pages follow.]

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Extension Agreement to be duly executed by their respective officers duly authorized as of the date and year first above written.

Attest:

By:

Clair Wright
Name: Clair Wright
Title: VP

BNY CAPITAL RESOURCES CORPORATION

By:

Schuyler A. Kellogg
Name: Schuyler A. Kellogg
Title: Vice President

Attest:

By:

Name:
Title:

BASF CATALYSTS LLC

By:

Name:
Title:

STATE OF Colorado

COUNTY OF Arapahoe, ss:

On this 20th day of March, 2009, before me personally appeared Schuyler Kellogg to me personally known, who being by me duly sworn, says [s]he is the vp of BNY CAPITAL RESOURCES CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Notary Public

My Commission Expires: 5-1-09

MEMORANDUM OF EXTENSION AGREEMENT

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Extension Agreement to be duly executed by their respective officers duly authorized as of the date and year first above written.

Attest:

BNY CAPITAL RESOURCES CORPORATION

By: _____

Name:

Title:

By: _____

Name:

Title:

Attest:

BASF CATALYSTS LLC

By:  _____

Name: JOEL LAWLER

Title: MANAGER

By:  3/20/09

Name: H. Keith Stone

Title: Fleet Asset mgr.

MEMORANDUM OF EXTENSION AGREEMENT

STATE OF New Jersey

COUNTY OF Morris, ss:

On this 20th day of March, 2009, before me personally appeared Harold Keith Stone to me personally known, who being by me duly sworn, says [s]he is the Fleet Asset mg. of BASF CATALYSTS LLC, that said instrument was signed on behalf of said limited liability company by authority of its Board of Directors, and [s]he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Annette DiPaolo

Notary Public

[NOTARIAL SEAL]

My Commission Expires:

Annette DiPaolo
Notary Public of New Jersey
My Commission Exp. Mar. 8, 2011

SCHEDULE I

All Cars listed on Schedule I have the Reporting Mark "ENGX".

Sixty – Five (65) ACF Industries 100 ton Roller Bearing 15,800 GAL NC/I Tank Cars, including lining, painting, repair and inspection

15100
15101
15102
15103
15104
15105
15106
15107
15108
15109
15110
15111
15112
15113
15114
15115
15116
15117
15118
15119
15120
15121
15122
15123
15124
15125
15126
15127
15128
15129
15130
15131
15132
15133
15134
15135
15136
15137
15138
15139
15140
15141
15142

15143
15144
15145
15146
15147
15148
15149
15150
15151
15152
15153
15154
15155
15156
15157
15158
15159
15160
15161
15162
15163
15164

**Ninety-nine (99) Trinity Industries 15,976 Gallon 99 ID, Non-Coiled, Insulated Railroad
Tank Cars Model 15-160-5 including: freight, painting, lining, repair and inspection**

15000
15001
15002
15003
15004
15005
15006
15007
15008
15009
15010
15011
15012
15013
15014
15015
15016
15017
15018
15019
15020
15021
15022
15023
15024
15025

15026
15027
15028
15029
15030
15031
15032
15033
15034
15035
15036
15037
15038
15039
15040
15041
15042
15043
15044
15045
15046
15047
15048
15049
15050
15051
15052
15053
15054
15055
15056
15057
15058
15059
15060
15061
15062
15063
15064
15065
15066
15067
15068
15069
15070
15071
15072
15073
15074
15075

15076
15078
15079
15080
15081
15082
15083
15084
15085
15086
15087
15088
15089
15090
15091
15092
15093
15094
15095
15096
15097
15098
15099

**Fifty (50) Union Tank Car 110 ton 15,640 Gallon Tank Cars including lining, paint, inspection
and freight**

15165
15166
15167
15168
15169
15170
15171
15172
15173
15174
15175
15176
15177
15178
15179
15180
15181
15182
15183
15184
15185
15186
15187

15188
15189
15190
15191
15192
15193
15194
15195
15196
15197
15198
15199
15200
15201
15202
15203
15204
15205
15206
15207
15208
15209
15210
15211
15212
15213
15214

Thirty (30) ACF 100 TRB, AAR 211A100W1, 15,800 gallon, non-coiled, insulated tank cars,
including lining, paint, inspection and freight

15215
15216
15217
15218
15219
15220
15221
15222
15223
15224
15226
15228
15229
15230
15235
15237
15238
15239
15241

15242
15243
15244
15245
15246
15247
15248
15249
15252
15253
15262

Forty-nine (49) ACF 100TRB, AAR 211A100W1, 15,800 gallon, non-coiled, insulated tank cars, including lining, paint, inspection and freight

15225
15227
15231
15232
15234
15236
15240
15250
15251
15254
15255
15256
15257
15258
15259
15260
15261
15263
15264
15265
15266
15268
15269
15270
15271
15272
15273
15275
15276
15278
15280
15281
15283
15284
15285

15287
15289
15290
15291
15292
15294
15298
15300
15302
15303
15304
15307
15309
15314

Twenty-seven (27) ACF 100TRB, AAR 211A100W1, 15,800, non-coiled, insulated tank cars,
including lining, paint, inspection and freight

15267	15324
15274	
15277	
15279	
15282	
15286	
15288	
15293	
15296	
15297	
15299	
15301	
15305	
15306	
15308	
15312	
15313	
15315	
15316	
15317	
15318	
15319	
15320	
15321	
15322	
15323	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/23/09



Robert W. Alvord